

KAUFMAN & CANOLES
attorneys at law

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November 6, 2014

VA Newspaper Debtor Co.
Attn: Florence Barnick
607 William Street, Suite 101
Fredericksburg, VA 22401

Client No.: 073108
Matter No.: 0150694
E.G. Hester

For legal services rendered through September 30, 2014 in connection with:

Possible Sale of Assets

AD ASSET DISPOSITION

07/07/14	Review emails from L. Alsop and R. Bernstein regarding Dominion bill and refund and emails from F. Barnick regarding access to radio	
	E.G. Hester	0.30 hrs.
07/08/14	Emails and telephone conferences with F. Barnick regarding PBGC filing and other post closing matters	
	E.G. Hester	0.30 hrs.
07/13/14	Review email from F. Barnick regarding parking lot issue and forward to A. Crenshaw	
	E.G. Hester	0.20 hrs.
07/13/14	Review emails from L. Alsop and A. Loza regarding check and 401(K) payment issues	
	E.G. Hester	0.10 hrs.
07/14/14	Review letter agreement re: parking liability and communications with related thereto	
	A.K. Crenshaw	0.70 hrs.
07/14/14	Email F. Barnick regarding parking lot insurance issue	
	E.G. Hester	0.10 hrs.
07/15/14	Emails with F. Barnick regarding DSP Amendment to FCC Application	
	E.G. Hester	0.20 hrs.
07/28/14	Review and respond to emails from F. Barnick regarding William Street Building	
	E.G. Hester	0.30 hrs.
07/31/14	Conference with R. Bernstein regarding status of FCC approval and true-up	
	E.G. Hester	0.20 hrs.
07/31/14	Telephone conference with A. Loza regarding true-up	
	E.G. Hester	0.10 hrs.
08/01/14	Exchange of e-mail correspondence with F. Barnick regarding retention of I-9 forms	
	R.C. Sparks	0.20 hrs.

AD ASSET DISPOSITION

08/18/14	Review emails and telephone conference with R. Bernstein regarding Station Operating Agreement invoice	
	E.G. Hester	0.40 hrs.
08/18/14	Telephone conference and review email from A. Loza regarding Station Operating Agreement invoice	
	E.G. Hester	0.20 hrs.
08/18/14	Telephone conference with F. Barnick regarding questions raised by R. Bernstein	
	E.G. Hester	0.30 hrs.
08/20/14	Email R. Bernstein regarding Station Operating Agreement issues and forward to P. Beran	
	E.G. Hester	0.30 hrs.
08/22/14	Review and respond to e-mails from R. Bernstein regarding Station Management Agreement issues	
	E.G. Hester	0.60 hrs.
08/22/14	Telephone conference with P. Beran regarding outstanding issues with DSP, William Street and Radio Station Management	
	E.G. Hester	0.40 hrs.
08/26/14	Communications with E.G. Hester re status of transfer of Washington Street property; communications with P. Beran re title issues and related matters; communications with and telephone conference with J. McManus re transfer; communications with S. Boehme related thereto	
	A.K. Crenshaw	1.30 hrs.
08/29/14	Review and respond to e-mail from A. Loza regarding Station Operating Agreement and invoice	
	E.G. Hester	0.20 hrs.
09/02/14	Review e-mail from A. Loza regarding August billing under Station Operating Agreement; e-mail from P. Beran regarding unpaid assumed liabilities and e-mails from F. Barnick and R. Bernstein regarding communications between G. Carr and F. Barnick	
	E.G. Hester	0.50 hrs.
09/03/14	E-mail from R. Bernstein; telephone conference with A. Loza regarding NDAs	
	E.G. Hester	0.40 hrs.
09/03/14	E-mail from S. Roski; telephone conference with P. Beran regarding unpaid assumed liabilities	
	E.G. Hester	0.40 hrs.
09/03/14	Draft and send e-mail to R. Bernstein regarding NDA's and unpaid liabilities	
	E.G. Hester	0.20 hrs.
09/03/14	Review buyer revisions to True-Up calculation	
	E.G. Hester	0.20 hrs.
09/04/14	Review further e-mails regarding unpaid assumed liabilities and telephone conference with S. Roski	
	E.G. Hester	0.40 hrs.
09/04/14	E-mail P. Beran and forward e-mail regarding status of Alfaro lien to R. Bernstein	
	E.G. Hester	0.20 hrs.

AD ASSET DISPOSITION

09/05/14	Telephone conferences and e-mails with R. Bernstein and Protiviti regarding NDA's E.G. Hester	0.50 hrs.
09/05/14	E-mails with R. Bernstein regarding foreclosure on Alfaro property E.G. Hester	0.20 hrs.
09/08/14	Communications with counsel re: appropriate grantee on William Street property A.K. Crenshaw	0.30 hrs.
09/08/14	E-mails with R. Bernstein regarding miscellaneous matters including e-mails requested by DSP and FCC Assignment E.G. Hester	0.20 hrs.
09/08/14	Telephone conferences with N. Cadwallender and F. Barnick regarding e-mails requested by DSP E.G. Hester	0.40 hrs.
09/08/14	E-mail with F. Barnick regarding requests from R. Bernstein E.G. Hester	0.10 hrs.
09/09/14	Communications with R. Bernstein re: grantee; telephone conference with J. McManus, counsel for Wack; communications with P. Beran and E. Hester related thereto A.K. Crenshaw	0.50 hrs.
09/09/14	E-mails with F. Barnick, E. David and R. Bernstein regarding FCC Assignment E.G. Hester	0.30 hrs.
09/09/14	Review and respond to e-mails from A. Loza regarding True Up E.G. Hester	0.20 hrs.
09/09/14	Review and respond to e-mails from F. Barnick regarding Station Operating Agreement E.G. Hester	0.20 hrs.
09/09/14	Review and respond to e-mails from A. Crenshaw regarding William Street status E.G. Hester	0.20 hrs.
09/10/14	E-mails to and from R. Bernstein regarding E. David's comments on FCC License Assignment Agreement E.G. Hester	0.20 hrs.
09/11/14	Communications with F. Barnick, E. Hester and P. Beran re: status of closing on William Street property, request for R. Bernstein to advise what entity will take title; telephone conference with J. McManus, counsel for Wack related thereto A.K. Crenshaw	0.50 hrs.
09/11/14	E-mails with F. Barnick regarding William Street Executive Building, elevator issues, status of Wack contract and DSP assets left in building E.G. Hester	0.40 hrs.
09/16/14	Telephone conference with F. Barnick regarding e-mails and other requests from DSP E.G. Hester	0.30 hrs.
09/16/14	Draft e-mail to R. Bernstein regarding e-mails and other documents requested by DSP E.G. Hester	0.60 hrs.
09/17/14	Telephone conference with A. Loza and B. Barry and follow up with A. Loza regarding question regarding workman's compensation issue E.G. Hester	0.30 hrs.

AD ASSET DISPOSITION

09/17/14	E-mails with F. Barnick regarding FCC license renewal logistics E.G. Hester 0.20 hrs.
09/18/14	Review email from R. Bernstein regarding emails, etc. and forward; telephone conference with L. Tavenner regarding same E.G. Hester 0.30 hrs.
09/18/14	Telephone conference with N. Cadwallender regarding e-mails requested by DSP E.G. Hester 0.10 hrs.
09/18/14	Telephone conferences and e-mails with F. Barnick regarding e-mails requested by DSP E.G. Hester 0.30 hrs.
09/19/14	Telephone conference with J. Cadwallender; call to F. Barnick regarding e-mails E.G. Hester 0.20 hrs.
09/22/14	Review disc of emails from N. Cadwallender E.G. Hester 0.50 hrs.
09/23/14	Communications with S. Boehm, counsel for DSP re: order A.K. Crenshaw 0.10 hrs.
09/23/14	Communications with F. Barnick and J. Scully re: William Street Contract A.K. Crenshaw 0.30 hrs.
09/23/14	Review William Street Contract A.K. Crenshaw 0.30 hrs.
09/23/14	Communications with P. Beran and J. Scully re: commission issues in order A.K. Crenshaw 0.20 hrs.
09/23/14	Communications with R. Westerman re: William Street Contract A.K. Crenshaw 0.20 hrs.
09/23/14	Emails and telephone conferences with F. Barnick regarding William Street Contract, DSP requests for copies of documents and access to accountants, status of email review and production E.G. Hester 0.50 hrs.
09/24/14	Communications with J. McManus with Amended and Restated William Street Contract A.K. Crenshaw 0.30 hrs.
09/24/14	Communications with S. Boehm re: additional modification to William Street Contract A.K. Crenshaw 0.30 hrs.
09/24/14	Communications with P. Beran and L. Tavenner with draft order for US Bankruptcy Court; contradicts contractual terms A.K. Crenshaw 0.40 hrs.
09/24/14	Numerous communications with J. Scully, E. Hester and P. Beran and L. Tavenner related thereto; communications with J. Scully re: acceptable for F. Barnick to execute contract A.K. Crenshaw 0.90 hrs.
09/24/14	Telephone conference with P. Beran and L. Tavenner re: resolution A.K. Crenshaw 0.20 hrs.
09/25/14	Receipt and review of executed contract A.K. Crenshaw 0.10 hrs.

AD ASSET DISPOSITION

09/25/14	Communications with J. McManus related to William Street Contract		
	A.K. Crenshaw	0.10 hrs.	
09/25/14	Review contract re: contingencies and communications with J. McManus related thereto		
	A.K. Crenshaw	0.50 hrs.	
09/25/14	Conference with F. Barnick and telephone conference with N. Cadwallender regarding emails; work on transfer to DSP		
	E.G. Hester	0.50 hrs.	
09/29/14	Telephone conferences and e-mails with F. Barnick regarding business e-mails to be delivered to DSP; set up new Gmail account and calls with IT department regarding process for receiving and reviewing e-mails from client		
	E.G. Hester	1.50 hrs.	
09/29/14	E-mails with N. Cadwallender regarding his business e-mails to be delivered to DSP		
	E.G. Hester	0.20 hrs.	
TOTAL FOR ASSET DISPOSITION		22.30	\$9,667.50

CA CASE ADMINISTRATION

09/25/14	Attend hearing regarding disclosure statement and fee applications		
	E.G. Hester	1.00 hrs.	
09/25/14	Conferences at Tavenner & Beran with P. Beran, L. Tavenner, S. Roski and F. Barnick regarding remaining issues and wind up		
	E.G. Hester	1.00 hrs.	
TOTAL FOR CASE ADMINISTRATION		2.00	\$950.00

CG&BCORPORATE GOVERNANCE AND BOARD MATTERS

07/01/14	Emails with P. Beran regarding FLS officer status		
	E.G. Hester	0.10 hrs.	
07/02/14	Coordinate pickup of certified articles		
	J.M. Shornak	0.10 hrs.	
TOTAL FOR CORPORATE GOVERNANCE AND BOARD MATTERS		0.20	\$66.00

EB&P EMPLOYEE BENEFITS/PENSIONS

07/01/14	Emails with R. Johnson regarding follow up on benefits documents		
	E.G. Hester	0.20 hrs.	
07/01/14	Correspondence with E. Hester and A. Graw regarding execution of FSA plan document; review status of United stop-loss assignments		
	R.Q. Johnson	0.20 hrs.	
07/02/14	Telephone conference and emails with R. Johnson and R. Bernstein regarding benefit plan clean up		
	E.G. Hester	0.30 hrs.	

EB&P EMPLOYEE BENEFITS/PENSIONS

07/02/14	Correspondence with E. Hester regarding execution of FSA plan document; send same for execution; telephone call with E. Hester updating on status of all outstanding benefit plan items		
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	R.Q. Johnson	0.30 hrs.
07/07/14	Emails with R. Johnson regarding benefits plan documents follow up	
	E.G. Hester	0.20 hrs.
07/07/14	Correspondence with United regarding status of stop-loss policy assignment; follow up with A. Graw and C. Ellis regarding execution of outstanding plan documents and assignments; correspondence with E. Hester regarding same	
	R.Q. Johnson	0.50 hrs.
07/08/14	Review timeline for filing Form 601 with PBGC; correspondence with H. Ghazi of Milliman regarding status of actuarial report for PBGC filing; correspondence with E. Hester and F. Barnick regarding status of Form 601 and actuarial report and filing of same	
	R.Q. Johnson	0.50 hrs.
07/09/14	Correspondence with F. Barnick regarding Form 601 filing with PBGC and follow-up of same; review PBGC instructions for filing and following up with same	
	R.Q. Johnson	0.30 hrs.
07/10/14	Correspondence with United regarding stop-loss policy revisions	
	R.Q. Johnson	0.10 hrs.
07/11/14	Review correspondence between client and PBGC regarding trusteeship agreement and status of plan takeover; review status of Lincoln and United plan documents	
	R.Q. Johnson	0.50 hrs.
07/15/14	Correspondence with A. Graw and C. Ellis regarding post-closing items; correspondence to United regarding stop-loss policy assignment; follow-up with A. Graw regarding confirmation of executed plan documents	
	R.Q. Johnson	0.50 hrs.
07/16/14	Receive and review mandated United stop-loss policy and application for same; review status of all post-closing plan documents; correspondence with A. Graw, C. Ellis, and E. Hester regarding finalization of all assigned benefit plans	
	R.Q. Johnson	0.50 hrs.
07/23/14	Review correspondence with F. Barnick regarding pension plan administration; correspondence to same and Protiviti regarding continued plan administration until PBGC sponsorship; review trustee payment; correspondence with F. Barnick regarding status of PBGC trusteeship	
	R.Q. Johnson	0.50 hrs.
07/28/14	Emails from and to F. Barnick regarding Wells Coleman rep letter regarding employee benefits	
	E.G. Hester	0.30 hrs.
07/28/14	Communication with Bitsy Hester re: 401(k) plan	
	R.C. Mapp, III	0.20 hrs.
07/28/14	Review correspondence regarding 401(k) plan audit and management representations; correspondence with E. Hester and F. Barnick regarding same	
	R.Q. Johnson	0.30 hrs.
07/28/14	Receive and review draft 2013 audited financial statements for pension plan and audit notes regarding same	
	R.Q. Johnson	1.00 hrs.
07/28/14	Follow-up correspondence with F. Barnick regarding audited financial statements and notes	
	R.Q. Johnson	0.20 hrs.

EB&P EMPLOYEE BENEFITS/PENSIONS

07/28/14	Client correspondence regarding status of signed documents R.Q. Johnson 0.10 hrs.
07/29/14	Emails with R. Johnson and F. Barnick regarding disposition of pension files and pension financial statements E.G. Hester 0.40 hrs.
07/29/14	Correspondence with F. Barnick regarding audited financial statements, employee pension records, and PBGC status R.Q. Johnson 0.50 hrs.
08/01/14	Correspondence with F. Barnick regarding workers' compensation hearing and transfer to new company; review terms of assumed liabilities under APA; correspondence with F. Barnick and A. Smith regarding contact with insurance carrier R.Q. Johnson 0.50 hrs.
08/04/14	Receive and initially review PBGC's draft disclosure statement regarding pension plan R.Q. Johnson 0.50 hrs.
08/05/14	Further review of PBGC disclosure statement draft; review impact of same; correspondence with bankruptcy counsel regarding same R.Q. Johnson 0.50 hrs.
08/25/14	Correspondence with F. Barnick and H. Ghazi of Milliman regarding former pension plan participant with missing records; review impact of same; client correspondence with recommendations and potential past payout of employee R.Q. Johnson 1.00 hrs.
08/27/14	Correspondence with F. Barnick regarding pension participants and prior payouts of former employees R.Q. Johnson 0.20 hrs.
08/28/14	Correspondence with new FLS regarding prior pension payouts and obtaining records of same R.Q. Johnson 0.20 hrs.
09/05/14	Review correspondence from PBGC re: distress termination; communication with Florence Barnick R.C. Mapp, III 0.50 hrs.
09/05/14	Correspondence with R. Mapp and F. Barnick regarding PBGC trusteeship agreement and review of same; initial review of PBGC correspondence regarding sufficiency of distress termination and proposed trusteeship agreement; review potential issues in same; correspondence with E. Hester regarding settlement of PBGC claims R.Q. Johnson 1.00 hrs.
09/08/14	Review of PBGC determination letter and trustee and plan termination agreement L.P. Robertson 0.20 hrs.
09/08/14	Correspondence with L. Robertson regarding PBGC trusteeship agreement and proceeding with same; client correspondence regarding sufficiency of same R.Q. Johnson 0.50 hrs.
09/22/14	Emails with F. Barnick regarding pension E.G. Hester 0.20 hrs.
09/22/14	Review e-mail from Florence re: lost data files on retiring employee R.C. Mapp, III 0.30 hrs.

EB&P EMPLOYEE BENEFITS/PENSIONS

09/29/14	E-mails with F. Barnick regarding pension records	
	E.G. Hester	0.20 hrs.
09/30/14	Client correspondence regarding plan operations and filings after PBGC assumption of pension plan under trusteeship agreement	
	R.Q. Johnson	0.20 hrs.

TOTAL FOR EMPLOYEE BENEFITS/PENSIONS	13.60	\$3,722.00
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FA FEE APPLICATION

07/03/14	FLS Bill prep	
	E.G. Hester	0.80 hrs.
07/15/14	Review and respond to issue on K&C Fee Application	
	D.T. Lewandowski	0.10 hrs.
07/16/14	Begin preparation of second quarter fee application	
	E.G. Hester	0.50 hrs.
07/28/14	Review and revise Fee Application	
	E.G. Hester	0.80 hrs.
07/29/14	Further revisions to fee application and telephone conference with P. Beran regarding same	
	E.G. Hester	0.40 hrs.
07/30/14	Finalize fee application; conference with T. Frank regarding same and email to P. Beran	
	E.G. Hester	0.90 hrs.
07/30/14	Reviewed draft fee application	
	T.C. Frank	0.40 hrs.
07/31/14	File interim fee application	
	T.C. Frank	0.30 hrs.
08/01/14	Telephone conference with bankruptcy clerk; telephone conference with P. Beran, Esq.; re-file interim fee application	
	T.C. Frank	0.20 hrs.

TOTAL FOR FEE APPLICATION	4.40	\$1,972.50
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LIT3 LIEN PRIORITY PROCEEDINGS

07/01/14	Emails with R. Bernstein and telephone conference with S. Roski regarding cash estimates; emails to P. Beran	
	E.G. Hester	0.80 hrs.
07/02/14	Conference call with S. Roski and R. Bernstein regarding cash estimates	
	E.G. Hester	0.50 hrs.
07/02/14	Follow up emails with R. Bernstein regarding cash	
	E.G. Hester	0.20 hrs.
07/02/14	Telephone conference with F. Barnick regarding email sorting	
	E.G. Hester	0.30 hrs.
07/03/14	Telephone conference with N. Cadwallender regarding status of email sorting	
	E.G. Hester	0.20 hrs.
07/07/14	Emails with F. Barnick regarding second lien asset	
	E.G. Hester	0.20 hrs.

LIT3 LIEN PRIORITY PROCEEDINGS

07/08/14	Telephone conference and review email from R. Bernstein regarding possible settlement	
	E.G. Hester	0.50 hrs.
07/08/14	Telephone conference with P. Beran regarding possible settlement	
	E.G. Hester	0.30 hrs.
07/08/14	Review follow up emails from R. Bernstein regarding proposed settlement and path forward	
	E.G. Hester	0.50 hrs.
07/08/14	Telephone call with P. Beran and L. Tavenner re: possible settlement	
	E.G. Hester	0.40 hrs.
07/08/14	Follow up call with P. Beran, L. Tavenner and T. Brown re: possible settlement	
	E.G. Hester	0.50 hrs.
07/08/14	Emails with P. Beran and draft response to R. Bernstein	
	E.G. Hester	1.10 hrs.
07/08/14	Review and respond to R. Bernstein's email regarding N. Cadwallender claim and telephone conferences with P. Beran and N. Cadwallender regarding same	
	E.G. Hester	0.40 hrs.
07/09/14	Telephone conference with P. Beran regarding Bernstein response	
	E.G. Hester	0.30 hrs.
07/09/14	Telephone conference with P. Beran regarding call with PBGC re: possible settlement	
	E.G. Hester	0.20 hrs.
07/09/14	Telephone conference with R. Bernstein regarding issues with procedures	
	E.G. Hester	0.60 hrs.
07/09/14	Telephone conference with P. Beran and L. Tavenner; add J. Breen (PBGC) re: possible settlement	
	E.G. Hester	0.60 hrs.
07/09/14	Follow up emails to J. Breen and R. Bernstein re: settlement	
	E.G. Hester	0.30 hrs.
07/09/14	Finalize and send response to R. Bernstein regarding next steps	
	E.G. Hester	0.50 hrs.
07/09/14	Review R. Bernstein response, respond and forward to P. Beran	
	E.G. Hester	0.30 hrs.
07/11/14	Review draft settlement letter; telephone conferences with P. Beran regarding issues and response	
	E.G. Hester	1.30 hrs.
07/14/14	Review draft Settlement Agreement and email to P. Beran	
	E.G. Hester	1.00 hrs.
07/14/14	Review email from R. Bernstein regarding DSP settlement response and forward to P. Beran	
	E.G. Hester	0.40 hrs.
07/15/14	Emails with R. Bernstein, P. Beran and A. Loza; telephone conference with A. Loza regarding update to Wind Down budget	
	E.G. Hester	0.40 hrs.

LIT3 LIEN PRIORITY PROCEEDINGS

07/15/14	Telephone conferences with P. Beran regarding status of conversations and issues regarding settlement and comments on revised draft	
	E.G. Hester	0.60 hrs.
07/15/14	Review of draft settlement agreement and related documents	
	E.G. Hester	2.20 hrs.
07/16/14	Review and mark up Hunton & Williams revised draft settlement agreement	
	E.G. Hester	1.20 hrs.
07/16/14	Conference call with P. Beran, L. Tavenner, A. Loza and S. Roski regarding settlement agreement	
	E.G. Hester	0.60 hrs.
07/16/14	Review revised wind down budget and conference call with A. Loza, S. Roski, P. Beran and J. Paget regarding budget, settlement agreement and issues	
	E.G. Hester	1.80 hrs.
07/16/14	Review email from J. Paget re: settlement issues	
	E.G. Hester	0.20 hrs.
07/17/14	Review Hunton & Williams' revised draft settlement agreement and Protiviti bridge on wind down budget and prepare for call with PBGC	
	E.G. Hester	0.80 hrs.
07/17/14	Conference call with P. Beran, S. Roski, K. Neureiter (PBGC), and J. Breen (PBGC) regarding wind down budget, bridge and settlement agreement	
	E.G. Hester	1.40 hrs.
07/17/14	Draft email and send updated budget to R. Bernstein	
	E.G. Hester	0.20 hrs.
07/17/14	Telephone conferences with S. Roski; telephone conference and emails with R. Bernstein and conference call with R. Bernstein, S. Roski, A. Loza, J. Breen and K. Neureiter regarding updated budget	
	E.G. Hester	1.10 hrs.
07/17/14	Telephone conference with P. Beran regarding status and issues with litigation, July 22 and July 24 hearings	
	E.G. Hester	0.30 hrs.
07/17/14	Review emails regarding revised draft settlement agreement	
	E.G. Hester	0.30 hrs.
07/18/14	Communications with E. Hester re: hearings in US Bankruptcy Court	
	A.K. Crenshaw	0.60 hrs.
07/18/14	Emails with R. Bernstein regarding status of settlement discussions	
	E.G. Hester	0.20 hrs.
07/18/14	Telephone conference with P. Beran regarding status	
	E.G. Hester	0.20 hrs.
07/19/14	Review revised draft Settlement Agreement as sent to DSP by PBGC and Debtor's responses to DSP Motions as filed in adversary proceeding and main case 7/18	
	E.G. Hester	1.60 hrs.
07/21/14	Review DSP revised draft Settlement Agreement	
	E.G. Hester	0.80 hrs.
07/21/14	Telephone conference with P. Beran regarding draft settlement and status	
	E.G. Hester	0.50 hrs.

LIT3 LIEN PRIORITY PROCEEDINGS

07/21/14	Email comments to P. Beran regarding draft settlement E.G. Hester 0.40 hrs.
07/22/14	Conference at Tavenner & Beran and attend hearing regarding DSP motion on "mandate" E.G. Hester 3.00 hrs.
07/22/14	Post hearing conference with P. Beran, L. Tavenner and S. Roski and telephone conference with A. Loza regarding wind down budget and revised draft settlement agreement E.G. Hester 2.30 hrs.
07/22/14	Review and mark updated wind down budget from A. Loza E.G. Hester 0.30 hrs.
07/23/14	Review docket for US Bankruptcy Court re: hearings scheduled for 7/24/14; communications with E. Hester related to potential settlement and removal from docket A.K. Crenshaw 0.70 hrs.
07/23/14	Review revised draft settlement agreement from D. Hayes and telephone conference with P. Beran regarding same E.G. Hester 1.60 hrs.
07/23/14	Telephone conference and emails with R. Bernstein regarding wind down budget E.G. Hester 0.30 hrs.
07/23/14	Review new draft wind down budget E.G. Hester 0.20 hrs.
07/23/14	Conference call with R. Bernstein, D. Hayes, PBGC and S. Roski regarding updated wind down budget E.G. Hester 0.20 hrs.
07/23/14	Telephone conferences with P. Beran regarding proposed revisions to settlement agreement E.G. Hester 0.30 hrs.
07/23/14	Review revised draft settlement agreement; telephone conference with J. Paget and emails with P. Beran regarding same E.G. Hester 0.80 hrs.
07/23/14	Conference call with J. Paget, T. Brown, K. Neureiter, D. Hayes and R. Bernstein regarding revised draft E.G. Hester 0.40 hrs.
07/23/14	Email P. Beran and L. Tavenner regarding call E.G. Hester 0.30 hrs.
07/23/14	Multiple telephone conferences with P. Beran and R. Bernstein regarding final revisions to settlement agreement E.G. Hester 0.50 hrs.
07/24/14	Telephone conference with P. Beran regarding hearing, settlement and next steps E.G. Hester 0.40 hrs.
07/31/14	Conference with F. Barnick, P. Beran, L. Tavenner and attend hearing regarding settlement agreement E.G. Hester 1.00 hrs.
07/31/14	Conference with F. Barnick, P. Beran and L. Tavenner regarding remaining steps to complete wind up E.G. Hester 1.00 hrs.

TOTAL FOR LIEN PRIORITY PROCEEDINGS	40.10	\$18,885.00
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RES REAL ESTATE

08/14/14	Communications with J. McManus, counsel for Wack, re: closing on William Street property		
	A.K. Crenshaw	0.20 hrs.	
08/21/14	Review and respond to e-mails regarding leases for William Street building		
	E.G. Hester	0.10 hrs.	
08/22/14	Communication with P. Beran, J. Scully and E. Hester regarding transfer of William Street property		
	A.K. Crenshaw	0.70 hrs.	
08/22/14	Communication with P. Berman and E. Hester regarding William Street transaction		
	A.K. Crenshaw	0.10 hrs.	
08/26/14	E-mails with A. Crenshaw regarding conveyance of William Street property and confusion regarding DSP intent		
	E.G. Hester	0.20 hrs.	
08/26/14	Telephone conference with P. Beran regarding William Street property and confusion regarding DSP intent		
	E.G. Hester	0.10 hrs.	
TOTAL FOR REAL ESTATE	1.40		\$540.00

REP REPORTING

07/08/14	Telephone conference with P. Beran, L. Tavenner, F. Barnick and U.S. Trustee's office regarding status		
	E.G. Hester	0.50 hrs.	
TOTAL FOR REPORTING	0.50		\$237.50

TOTAL FOR SERVICES		\$36,040.50
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DISBURSEMENTS AND OTHER FIRM CHARGES

07/01/14	Commonwealth of Virginia: Payment of Inv# C001039924 for Certified Articles and Amendments for VA Real Estate Debtor LLC	5.50
07/02/14	Elizabeth G. Hester: Reimbursement for travel to/from Fredericksburg, VA for meeting with N. Cadwallender and F. Barnick/Free Lance-Star Publishing Co. on 06/20/2014 & 06/30/2014	134.40
07/07/14	Commonwealth of Virginia: Payment for certified copy of articles	6.50
07/14/14	ACTION LOGISTICS: Payment of Inv# 7552 dated 06/29/2014	6.50
07/24/14	PACER Service Center: Payment of Inv# KC2312-Q22014 dated 07/03/2014 - Pacer Fees	9.50
07/30/14	ACTION LOGISTICS: Payment of Inv# 7658 for Richmond Courier Runs	6.50
07/31/14	Federal Express charges	77.53

07/31/14	PACER search	28.70
08/31/14	PACER search	13.20
TOTAL FOR DISBURSEMENTS & OTHER FIRM CHARGES		\$288.33

CURRENT BILLING FOR THIS MATTER \$36,328.83

TOTAL DUE FOR THIS MATTER \$36,328.83

BALANCE DUE UPON RECEIPT

Summary of Fees

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Fees</u>
E.G. Hester	61.90	475.00	\$29,402.50
R.C. Sparks	0.20	350.00	70.00
J.M. Shornak	0.10	185.00	\$18.50
R.Q. Johnson	10.60	225.00	\$2,385.00
T.C. Frank	0.90	350.00	\$315.00
D.T. Lewandowski	0.10	425.00	\$42.50
R.C. Mapp, III	1.00	450.00	\$450.00
A.K. Crenshaw	9.50	350.00	\$3,325.00
L.P. Robertson	<u>0.20</u>	160.00	<u>\$32.00</u>
	84.50		\$36,040.50